

STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

Commonwealth Edison Company)	
)	
In the Matter of the Informational Statement)	
filed pursuant to Section 6-102(d) of the Public)	
Utilities Act for authority (1) to enter into one)	
or more loan agreements with one or more)	
banks or other lending institutions or authorities)	
and to incur loans thereunder, (2) to issue and)	
sell First Mortgage Bonds in one or more series,)	02-0562
and (3) to issue and sell notes in one or more)	
series, (4) to issue and sell preferred trust)	
securities in one or more series, in connection)	
therewith, to issue and sell subordinated notes)	
or debentures in one or more series; (5) to issue)	
shares of its cumulative preference stock in one)	
or more series, all in aggregate outstanding)	
principal amount not to exceed \$3,000,000,000,)	
which will be used for purposes of refunding,)	
redeeming or refinancing outstanding issues of)	
stock, bonds, notes or other evidences of)	
indebtedness and paying costs associated with)	
such refunding, redeeming or refinancing.)	

TENTH QUARTERLY REPORT

January 1, 2005 – March 31, 2005

To the ILLINOIS COMMERCE COMMISSION:

Commonwealth Edison Company (“ComEd”) hereby submits its report for the quarterly period identified above (the “report period”) pursuant to 83 Ill. Adm. Code 240 and the Order entered September 25, 2002 in the above-entitled cause, as follows:

1. On March 17, 2005, ComEd entered into a Loan Agreement dated as of February 15, 2005 (the “*IFA Loan Agreement*”) with the Illinois Finance Authority (“*IFA*”). A copy of the IFA Loan Agreement was filed on April 19, 2005 with ComEd’s Special Report in the above-entitled cause. The IFA Loan Agreement provides for a loan by IFA to ComEd of the proceeds of a \$91,000,000 aggregate principal amount IFA bond issue (designated “Pollution Control Revenue Refunding Bonds (Commonwealth Edison Company Project) Series 2005”). ComEd agreed to issue a first mortgage bond as security for its obligations under the IFA Loan Agreement. The obligations under the IFA Loan Agreement have the following terms:

Principal Amount	\$91,000,000
Maturity Date	March 1, 2017
Interest Rate	Obligations currently bear interest as determined through an auction process; although multiple interest rate options are available under the IFA Loan Agreement. While interest is determined through the auction process, it is payable immediately following each 7-day auction period, commencing March 28, 2005.
Redemption Provisions	May be repaid in whole or in part at a price equal to 100% of the principal amount being repaid on the first business day following any 7-day auction period.
Price to Public	100% of the principal amount
Proceeds to Company	100% of the principal amount

A copy of the Supplemental Indenture dated as of February 15, 2005 from ComEd to BNY Midwest Trust Company, as trustee, and D. G. Donovan, as co-trustee, was filed on April 19, 2005 with ComEd’s Special Report in the above-entitled cause. That Supplemental Indenture sets forth the terms of the first mortgage bond that was pledged to secure the obligations of ComEd under the IFA Loan Agreement.

ComEd entered into a Purchase Agreement dated March 16, 2005 with IFA and J.P. Morgan Securities Inc., as representative of KeyBanc Capital Markets, a Division of McDonald

Investments Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and itself, providing for the offering and sale of the IFA bond issue. A copy of the Purchase Agreement is attached as Exhibit A.

The net proceeds from the loan under the IFA Loan Agreement were applied to refinance the outstanding principal amount of the Illinois Development Finance Authority's 6.75% Pollution Control Revenue Refunding Bonds (Commonwealth Edison Company Project) Series 1994D, maturing March 1, 2015, which were issued in 1994 for ComEd's benefit.

2. Through December 31, 2004, expenses of \$16,513,903 had been incurred under the Order in the above-entitled cause.

3. There were additional expenses incurred during the current report period in connection with the IFA Loan Agreement and the related IFA bond issue. Those expenses are detailed in the chart below:

Description of Expense	Amount
IFA fees	\$186,500.00
Legal fees and expenses	40,594.94
Financial guaranty insurance premium.....	502,512.00
Underwriting fee and expenses	331,127.78
Trustee fees.....	18,100.00
Title company filing fees	7,548.00
PricewaterhouseCoopers LLP accounting fees and expenses	11,803.00
Total.....	\$1,098,185.72

4. There may be additional issuance and sale expenses incurred or payable after March 31, 2005, in connection with the execution of loan agreements and the incurrence of loans thereunder, or the execution of underwriting or purchase agreements and the issuance and sale of first mortgage bonds or notes thereunder, to be accounted for in subsequent quarterly reports.

Dated at Chicago, Illinois, this 31st day of May, 2005.

COMMONWEALTH EDISON COMPANY

By: Charles Walls
Assistant Treasurer

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

CHARLES S. WALLS, first being duly sworn, on oath deposes and states that he is an Assistant Treasurer of Commonwealth Edison Company; that he has read the foregoing report by him subscribed and knows the contents thereof; and that said contents are true in substance and in fact.

Charles Walls

SUBSCRIBED and sworn to before
me this 31st day of May, 2005.

Lisa A. Sprandel
Notary Public

